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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER**  
**REDUCING PROOF OF CLAIM NUMBER 2247**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Siemens VDO Automotive SAS n/k/a Continental Automotive France SAS ("VDO") respectfully submit this Joint Stipulation And Agreed Order Reducing Proof of Claim Number 2247 and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.*, in the United States Bankruptcy Court for the Southern District of New York.

**WHEREAS**, on or about March 10, 2006, VDO filed proof of claim number 2247 ( "Claim 2247") against Delphi Automotive Systems LLC ("DAS LLC") and asserted an unsecured non-priority claim in the amount of \$9,309,024.84.

**WHEREAS**, on or about August 1, 2006, VDO filed a notice that it had transferred all of its right, title and interest in \$1,545,794.84 of the sums claimed in Claim 2247 to Goldman Sachs Credit Partners, L.P. ("GSCP") (Docket No. 4805).

**WHEREAS**, the Debtors objected to Claim 2247 pursuant to the Fifth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject to Modification (Docket No. 6100) ("Fifth Omnibus Claims Objection"), which was filed December 8, 2006.

**WHEREAS**, on January 11, 2007, VDO filed Siemens VDO Automotive SAS's Response To The Debtor's Fifth Omnibus Claims Objection (Docket No. 6550) (the "Response"); and

**WHEREAS**, on February 5, 2007, VDO filed Siemens VDO Automotive SAS's Supplemental Response To The Debtor's Fifth Omnibus Claims Objection (Docket No. 6840) (the "Supplemental Response," together with the Response, the "Responses"); and

**WHEREAS**, on or about November 19, 2007, a Joint Stipulation And Agreed Order Reducing Proof Of Claim 2247 And Compromising And Allowing In Part Proof of Claim Number 13981 was entered and reduced Claim 2247 by \$1,545,794.84.

**WHEREAS**, on February 6 2008, the Debtors and VDO entered into that certain settlement agreement executed in connection with this Joint Stipulation (the "Settlement Agreement") in which they agreed to a complete resolution of Claim 2247.

**WHEREAS**, pursuant to the Settlement Agreement, Claim 2247 shall be reduced and allowed as a general unsecured non-priority claim against DAS LLC in the amount of \$1,000,000, and any and all distributions on account of Claim 2247 shall be made to VDO.

**WHEREAS**, the Debtors and VDO seek to avoid the costs and expenses of unnecessary litigation.

**WHEREAS**, the Debtors are authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing and in accordance with the terms of the Settlement Agreement, the Debtors and VDO hereby stipulate and agree as follows:

1. Claim 2247 is reduced and allowed as a general unsecured non-priority claim against DAS LLC in the amount of \$1,000,000.
2. The Responses are hereby withdrawn.

3. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of, or objection to, any claim asserted by VDO against any of the Debtors except as expressly set forth herein.

Dated: New York, New York  
February 6 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
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Dated: Chicago, Illinois  
February 6 2008

SIEMENS VDO AUTOMOTIVE SAS, n/k/a  
CONTINENTAL AUTOMOTIVE FRANCE SAS  
By its Counsel,  
Reed Smith LLP  
By:

/s/ Randall D. Lehner

RANDALL D. LEHNER  
10 South Wacker Drive  
Chicago, Illinois 60606-7507  
(312) 207-1000

**SO ORDERED**

This 4th day of March, 2008  
in New York, New York

\_\_\_\_\_/s/Robert D. Drain\_\_\_\_\_  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE